FORM D



UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

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OMB APPROVAL

OMB Number: 3235-0076 Expires: May 31, 2005 Estimated average burden hours per form......1

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SEC	USE ONLY
Prefix	Serial
DATE	RECEIVED

Name of Offering (check if this is an a	mendment and name has change	d, and indicate of	hange.)					
Offering of Secured Convertible Promissory Notes, Warrants to purchase capital stock, capital stock issuable upon conversion of the Secured Convertible Promissory Notes and exercise of the Warrants, and any Common Stock issuable upon conversion of such stock								
	<u></u>							
Filing Under (Check box(es) that apply):	Rule 504	Rule 5	05	Rule 506	Section 4(6)	ULOE		
Type of Filing:		☐ New Filin	g	×	Amendment			
	A. BASIO	C IDENTIFICA	TION DAT	CA .				
1. Enter the information requested about	t the issuer				· · · · · · · · · · · · · · · · · · ·			
Name of Issuer (check if this is an ame	endment and name has changed,	and indicate cha	nge.)					
SeeCommerce		,						
Address of Executive Offices	(Number and Stre	eet, City, State, 2	Zip Code)	Telephone Number	(Including Area Code)		
1841 Page Mill Road, Suite F2, Palo Alto, CA 94304 (650) 213-1800								
Address of Principal Business Operations (Number and Street, City, State, Zip Code) (If different from Executive Offices) Telephone Num					umber (Including Area Code)			
Same as address of Executive Offices			ļ	Same as above				
Brief Description of Business				2	PROCES	ern		
Software development				<u> </u>		OEU		
Type of Business Organization					DION M 9 0	A A A A A A A A A A A A A A A A A A A		
■ corporation	☐ limited partnership, already	formed		ľ	other please specif	CUA		
☐ business trust	☐ limited partnership, to be fo	ormed			THOMSO	IAI		
Actual or Estimated Date of Incorporation	or Organization:	Month March	<u>Ye</u> 19		FINANCIA			
	E Actual □ Estimated Example 2							
Jurisdiction of Incorporation or Organization	Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: CA							
	CN for Canada; FN for o	other foreign juri	sdiction)			CA		

GENERAL INSTRUCTIONS

Federal

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Full Name (Last name first, if individual) Basiness or Residence Address (Number and Street, City, State, Zip Code) obsectommere Bat Page McIll Road, Suite F2, Palo Alto, CA 94304 Check Premoter Beneficial Owner	Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	Executive Officer	☒ Director	☐ General and/or Managing Partner
Business or Residence Address (Number and Street, Cry., State, Zip Code) co's SecCommerce 1841 Fage Mill Road, Suite FZ, Palo Alto, CA 94304 Check Promoter Beneficial Owner Business or Residence Address (Number and Street, City, State, Zip Code) co's SecCommerce 1841 Fage Mill Road, Suite FZ, Palo Alto, CA 94304 Check Boxes Promoter Beneficial Owner Benefici	•	name first, if individual)				
Box(es) that Apply: Full Name (Last name first, if individual) Boxiness or Residence Address (Number and Street, City, State, Zip Code) of SecCommerce 1641 Page Mill Road, Suite F2, Palo Alto, CA 94304 Check Boxes Promoter Beneficial Owner Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Presley, James Business or Residence Address (Number and Street, City, State, Zip Code) of SecCommerce 1841 Page Mill Road, Suite F2, Palo Alto, CA 94304 Check Boxes Promoter Beneficial Owner Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Favorman, Lany Business or Residence Address (Number and Street, City, State, Zip Code) of SecCommerce 1841 Page Mill Road, Suite F2, Palo Alto, CA 94304 Check Boxes Promoter Beneficial Owner Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Bradford, Martin Bradford, Martin Bradford, Martin Bradies or Residence Address (Number and Street, City, State, Zip Code) of SecCommerce 1841 Page Mill Road, Suite F2, Palo Alto, CA 94304 Check Boxes Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Bradford, Martin Bradies or Residence Address (Number and Street, City, State, Zip Code) of SecCommerce 1841 Page Mill Road, Suite F2, Palo Alto, CA 94304 Check Boxes Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) of SecCommerce 1841 Page Mill Road, Suite F2, Palo Alto, CA 94304 Check Boxes Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Schwab, Dave Business or Residence Address (Number and Street, City,	Business or Res			Algorithm (1994)		
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Hat Apply: Managing Partner Full Name (Last name first, if individual) Presley, Jame Business or Residence Address (Number and Street, City, State, Zip Code) c/o SeeCommerce 1841 Page Mill Road, Suite F2, Palo Alto, CA 94304 Check Boxes Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Braverman, Larry Business or Residence Address (Number and Street, City, State, Zip Code) c/o SeeCommerce 1841 Page Mill Road, Suite F2, Palo Alto, CA 94304 Check Boxes Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Bradford, Martin Business or Residence Address (Number and Street, City, State, Zip Code) c/o SeeCommerce 1841 Page Mill Road, Suite F2, Palo Alto, CA 94304 Check Boxes Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Bradford, Martin Business or Residence Address (Number and Street, City, State, Zip Code) c/o SeeCommerce 1841 Page Mill Road, Suite F2, Palo Alto, CA 94304 Check Boxes Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Bradford, Martin Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Bradford, Martin Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Full						
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Full Name (Last name first, if individual) Business or Residence Address (Number and Steet, City, State, Zip Code) co. Sierra's Vertures. 2848 State Hill Road, Stitle 100, Month Park, CA 94925 Check Boxes Promoter @ Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) co. Focus Vertures. L.F. 252 University Avenue, Saile 1400, Plato Alto, CA 94391 Check Boxes Promoter @ Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) co. Integral Capital Partners 2705 Samlar Hill Road, Methol Bark, CA 94925 Check Boxes Promoter @ Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) co. Ownegar Capital Partners 2705 Samlar Hill Road, Methol Bark, CA 94925 Check Boxes Promoter @ Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) co. Voyager Capital L.C. 719 Second Avenue, State Italy Scattle, WA 98104 Check Boxes Promoter @ Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Boxes Promoter @ Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Boxes Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Business or Residenc	Check Boxes that Apply:	☐ Promoter	🗷 Beneficial Owner	☐ Executive Officer	☐ Director	General and/or Managing Partner
co Sizent Ventures 2844 Sand Hill Road, Sinier 100, Menlo Park, CA. 94025 Check Boose Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Entities affiliated with Focus Ventures Business or Residence Address (Number and Street, City, State, Zip Code) Concernment with integral Capital Partner Full Name (Last name first, if individual) Entities affiliated with focus Ventures Business or Residence Address (Number and Street, City, State, Zip Code) Code) Concernment with integral Capital Partners Full Name (Last name first, if individual) Entities affiliated with Norgal Capital Partners Full Name (Last name first, if individual) Entities affiliated with Norgal Capital Partners Full Name (Last name first, if individual) Entities affiliated with Norgal Capital Full Name (Last name first, if individual) Entities affiliated with Norgal Capital Full Name (Last name first, if individual) Entities affiliated with Norgal Capital Full Name (Last name first, if individual) Entities affiliated with Norgal Capital Full Name (Last name first, if individual) Entities affiliated Full Name (Last name first, if individual) Entities affiliated Full Name (Last name first, if individual) Full Name (Last na	Entities affiliate	ed with Sierra Ventures				
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Director Director Director General and/or Managing Partner						
Check Boxes Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Check Boxes Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Boxes Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Boxes Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Boxes Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Boxes Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code)						
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Check Boxes	Business or Res		Street, City, State, Zip Code)			
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Check Boxes	Full Name (Las	t name first, if individual)				
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Business or Residence Address (Number and Street, City, State, Zip Code) Check Boxes		☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	
Check Boxes	Full Name (Last	t name first, if individual)				
that Apply: Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Boxes	Business or Res	idence Address (Number and	Street, City, State, Zip Code)	***************************************		
Business or Residence Address (Number and Street, City, State, Zip Code) Check Boxes		☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	
Check Boxes Promoter Beneficial Owner Executive Officer Director General and/or	Full Name (Las	t name first, if individual)				
	Business or Res	idence Address (Number and	Street, City, State, Zip Code)			
	Check Boxes that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	General and/or Managing Partner

					В	INFORM	ATION AB	OUT OFFE	RING				
1.	Has the is	suer sold, or	does the issu					_	under ULOE	 Z.		Yes N	No <u>X</u>
2.	What is th	ne minimum	investment th	nat will be ac	cepted fror	n any indivi	dual?				,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	\$	N/A
3.	3. Does the offering permit joint ownership of a single unit?										Yes <u>X</u> N	1o <u> </u>	
4.	Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.												
NO	NE												
Ful	Name (La	st name first,	if individual)									
Bus	siness or Re	sidence Add	ress (Number	and Street,	City, State,	Zip Code)							
Nai	ne of Assoc	iated Broker	or Dealer			•							
Sta	tes in Which	h Person List	ted Has Solici	ited or Inten	ds to Solici	t Purchasers	·····						
(Ch	eck "All St	ates" or chec	k individual	States)	********		••••			••••	******************************		🗖 All States
[Al	-1	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[M	T]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[VA]	[WV]	[WI]	[WY]	[PR]
Ful	Name (La	st name first,	if individual)				. <u>-</u>					
Bus	siness or Re	sidence Add	ress (Number	and Street,	City, State,	Zip Code)							
													
Nai	ne of Assoc	iated Broker	or Dealer										
			ted Has Solic										
(Ch	eck "All St	ates" or chec	k individual	States)			••••••••	•••••					🗖 All States
[AI	_]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
	ļ	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
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[RI		[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[VA]	[WV]	[WI]	[WY]	[PR]
Ful	l Name (La	st name first,	if individual)									
Bu	siness or Re	sidence Add	ress (Number	r and Street,	City, State,	Zip Code)							
Na	me of Assoc	ciated Broke	r or Dealer				····			<u></u>			
Sto	tes in Which	h Person I in	ted Has Solic	ited or Inten	de to Solici	t Purchasers							
			k individual				•						
(AI		[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
		[N]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[M		[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI		[SC]	[SD]	[TN]	[TX]	[UT]	(VT)	[VA]	[VA]	[WV]	[WI]	[WY]	[PR]

1.	Enter the aggregate offering price of securities included in this offering and the total amount already	y sold. Enter "0" if answe	er is "none" or "zero." If
	transaction is an exchange offering, check this box \(\sigma\) and indicate in the columns below the amounts of t		
	Type of Security	Aggregate	Amount Already Sold
		Offering Price	
	Debt	\$0	\$
	Equity	\$ 648,914.21	\$0
	Common Preferred		
	Convertible Securities (including warrants)	\$ <u>3,244,571.07</u>	\$ <u>3,244,571.07</u>
	Partnership Interests	\$0	\$0
	Other (Specify)	\$0	\$0
	Total	\$3,893,485.28	\$3,244,571.07
	Answer also in Appendix, Column 3, if filing under ULOE.		
	offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."		
	the number of persons who have purchased securities and the aggregate dollar amount of their	Number Investors	Aggregate Dollar Amount
	the number of persons who have purchased securities and the aggregate dollar amount of their		55 5
	the number of persons who have purchased securities and the aggregate dollar amount of their		Dollar Amount
	the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."	Investors	Dollar Amount of Purchases
	the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Accredited Investors	Investors	Dollar Amount of Purchases \$3,244,571.07
	the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Accredited Investors	Investors	Dollar Amount of Purchases \$3,244,571.07
3.	the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Accredited Investors	Investors	Dollar Amount of Purchases \$3,244,571.07
3.	Accredited Investors Non-accredited Investors Total (for filings under Rule 504 only) Answer also in Appendix, Column 4, if filing under ULOE. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first	Investors	Dollar Amount of Purchases \$3,244,571.07
3.	Accredited Investors Non-accredited Investors Total (for filings under Rule 504 only) Answer also in Appendix, Column 4, if filing under ULOE. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first	14 0	Dollar Amount of Purchases \$ 3,244,571.07 \$0 \$
3.	Accredited Investors Non-accredited Investors Total (for filings under Rule 504 only) Answer also in Appendix, Column 4, if filing under ULOE. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first	lnvestors 14 0 Type of	Dollar Amount of Purchases \$ 3,244,571.07 \$ 0 \$ Dollar Amount
3.	Accredited Investors Non-accredited Investors Total (for filings under Rule 504 only) Answer also in Appendix, Column 4, if filing under ULOE. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.	lnvestors 14 0 Type of	Dollar Amount of Purchases \$ 3,244,571.07 \$ 0 \$ Dollar Amount
3.	the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Accredited Investors	lnvestors 14 0 Type of	Dollar Amount of Purchases \$

Rule 504		— —	
Total		\$	
a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.			
Transfer Agent's Fees		\$	0
Printing and Engraving Costs		\$	0
Legal Fees	X	\$	52,000.00
Accounting Fees		\$	0
Engineering Fees		\$	0
Sales Commissions (specify finders' fees separately)		\$	0
Other Expenses (Identify)		\$	0

Total

×

\$ _____52,000.00

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS						
b. Enter the difference between the aggregate offering price given in rein response to Part C – Question 4.a. This difference is the "adjusted of the control of the contro	esponse to Part C - Question 1 an	d total expenses furnished	s	3,841,485.28		
5. Indicate below the amount of the adjusted gross proceeds to the issuer used the first amount for any purpose is not known, furnish an estimate and payments listed must equal the adjusted gross proceeds to the issuer set						
,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,		Payment to Officers, Directors, & Affiliates		Payment To Others		
Salaries and fees		□ s	□ s_			
Purchase of real estate		□ s				
Purchase, rental or leasing and installation of machinery and equipment		□ s				
Construction or leasing of plant buildings and facilities		□ s				
Acquisition of other businesses (including the value of securities involved in in exchange for the assets or securities of another issuer pursuant to a merger)		□ s	□ s_			
Repayment of indebtedness		□ s	□ s_			
Working capital				3,841,485,28		
Other (specify):		П.	П "			
		□ s				
Column Totals						
Total Payments Listed (column totals added)		□ \$		3,841,485,28		
Total Fayments Listed (column totals added)	***************************************	x \$	3 <u>.841.485</u>	.28		
D. FED	ERAL SIGNATURE					
The issuer had duly caused this notice to be signed by the undersigned duly an undertaking by the issuer to furnish to the U.S. Securities and Exchange Conn-accredited investor pursuant to paragraph (b)(2) of Rule 502.						
Issuer (Print or Type)	Signature /		Date	211		
SeeCommerce	Lavy Mr	γ·	October	· <u>24</u> , ₂₀₀₅		
Name of Signer (Print or Type)	Title of Signer (Print or Type)					
Larry Braverman, Esq.	Secretary					

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)